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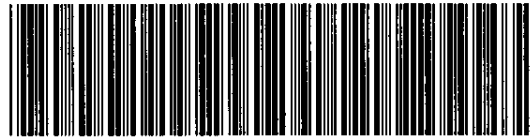
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T. Burch APR 10 2012

Law Office Of
JOHN M. KELLER, P.A.

A PROFESSIONAL ASSOCIATION
224 NORTH BROAD STREET
POST OFFICE BOX 428
BROOKSVILLE, FLORIDA 34605-0428
TELEPHONE: (352) 796-9380
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April 4, 2012

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

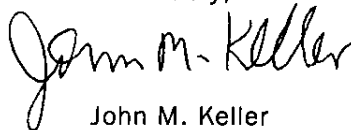
In re: Article of Incorporation re: **KATHI'S K9s, INC.**

Dear Sirs:

Please find enclosed for filing, the Articles of Incorporation together with a check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75), to cover the filing fee, designation of resident agent, certified copy and certificate under seal for this non-profit corporation.

If any other information is needed to compete this incorporation please do not hesitate to contact me. Your assistance in this matter is appreciated.

Yours truly,

A handwritten signature in black ink that reads "John M. Keller". The signature is written in a cursive, flowing style.

John M. Keller

JK/nk
enclosures
pc: Kathi Jackson, President
K9S04042.It1

ARTICLES OF INCORPORATION

OF

KATHI'S K9s, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator, hereby execute these Articles of Incorporation for the purpose of becoming a Corporation Not-For-Profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation Not-For-Profit. By execution of these Articles of Incorporation, I do hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, do hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

Designation. The name of the Corporation, shall be KATHI'S K9s, INC., and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II

DURATION

Perpetual Existence. This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, unless dissolved according to law. Upon the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE III

GENERAL NATURE OF BUSINESS

General Purpose. This corporation is organized exclusively for charitable, benevolent, educational, social, fraternal, historical and/or cultural purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3), of the Internal Revenue Code. The general nature of the business to be conducted by the Corporation shall be: Kathi's K9s' mission is to rescue the thousands of dogs who are euthanized daily. We have a network of volunteers who work tirelessly to save and rehabilitate these wonderful companion animals. We pull dogs from high kill shelters while considering their personality, health, and overall temperament. Our goal is to find permanent homes for dogs who have either been abandoned, neglected or abused. We do not have a rescue facility, but rather have a collection of foster homes which lovingly care for these dogs until they are rehomed; and all other lawful businesses permitted to a corporation organized under Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, as in effect from time-to-time.

ARTICLE IV

POWERS

Powers. The Corporation shall have all the authority and statutory powers of a Corporation Not-For-Profit and all of the powers and duties set forth in Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, except where variances permitted by law appear in these Articles. The Corporation may conduct business in a manner designed to further the purposes and general nature of the corporation, together with all other powers permitted by law to Not-For-Profit Corporations, including, but not limited to, the following powers:

All Legal Acts. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the fullest extent permitted by law. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code); or, (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

ARTICLE V

INCOME DISTRIBUTION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VI

FISCAL YEAR

The fiscal year of this corporation shall extend from the 1st day of January, to the 31st day of December.

ARTICLE VII

DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial corporate address of the corporation shall be at "12213 Labrador Duck Road, Weeki Wachee, Florida 34614"; and the initial registered agent of the Corporation shall be John M. Keller, Esq., and the address of the initial registered agent shall be 224 North Broad Street, Brooksville, FL 34601.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the By-Laws, and elected at the annual meeting. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted by the Board of Directors. The names and addresses of each of the initial Directors of the Corporation, each of whom shall serve until their respective successor is elected and has qualified pursuant to the Bylaws of the Corporation, are:

KATHI JACKSON	KRISTY KELLY	KELLI GOODELL
12213 Labrador Duck Road	12175 House Finch Road	11454 Poorwill Avenue
Weeki Wachee, FL 34614	Weeki Wachee, FL 34614	Weeki Wachee, FL 34614

ARTICLE X
FIRST OFFICERS

The names and street addresses of the first officers, all of whom shall hold office until their successors are duly elected and qualified are as follows:

KATHI JACKSON	-	President
12213 Labrador Duck Road		
Weeki Wachee, FL 34614		
KATHI JACKSON	-	Vice-President
12213 Labrador Duck Road		
Weeki Wachee, FL 34614		
KELLI GOODELL	-	Secretary
11454 Poorwill Avenue		
Weeki Wachee, FL 34614		
KRISTY KELLY	-	Treasurer
12175 House Finch Road		
Weeki Wachee, FL 34614		

ARTICLE XI
INDEMNIFICATION

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such. The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida Not-For-Profit Corporation Act.

ARTICLE XII
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Not-For-Profit Corporation Act, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XIII
GOVERNANCE OF THE INTERNAL AFFAIRS OF THE CORPORATION

Bylaws. The initial By-Laws of the Corporation shall be adopted by the Board of Directors, which Board may from time-to-time alter, amend, repeal, or adopt new By-Laws in the manner provided by the By-Laws and these Articles.

ARTICLE XIV
SUBSCRIBERS

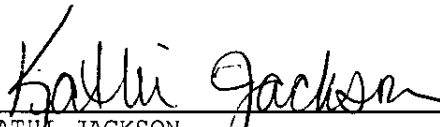
The name and street address of the Incorporator of these Article of Incorporation is as follows:

KATHI JACKSON
12213 Labrador Duck Road
Weeki Wachee, FL 34614

ARTICLE XV
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a simple majority vote of all Directors of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber to these Articles of Incorporation, has set her hand and seal this 4th day of April, 2012.

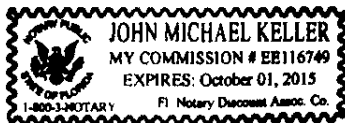

KATHI JACKSON
President/Vice-President
and Director


STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned officer, this day personally appeared **KATHI JACKSON**, to me well known to be the person described in and who subscribed her name to the foregoing Articles of Incorporation of KATHI'S K9s INC., and she acknowledged before me that she executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 4th day of April, 2012.

My Commission Expires:




Notary Public
State of Florida at Large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

KATHI'S K9s INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at "12213 Labrador Duck Road, Weeki Wachee, Florida 34614, has named JOHN M. KELLER, ESQ., located at 224 North Broad Street, Brooksville, Florida, 34601, as its agent to accept service of process within the State of Florida.

Signature: Kathi Jackson
KATHI JACKSON

Title: President

Date: Apr. 4, 2012

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for KATHI'S K9s INC., at the place designated in this certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: John M. Keller
JOHN M. KELLER, ESQ.

Date: April 4, 2012

K9S03302.art

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CLERK OF DISTRICT COURT